

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 20-01947-jwb

Hon. James W. Boyd

Jointly Administered

**NOTICE OF PROPOSED AGENDA OF MATTERS
SCHEDULED FOR HEARING ON OCTOBER 13, 2020 AT 9:00 A.M.**

I. Debtor's Motion for Entry of (I) an Order (A) Approving Bidding Procedures and Scheduling Sale Hearing, (B) Approving the Form of the Asset Purchase Agreement, Including the Bid Protections, and (C) Granting Related Relief; and (II) an Order (A) Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [Dkt. No. 127].

A. Objections/Responses Received:

i. CURE OBJECTIONS

1. Previously Resolved:

- a. Objection to Assumption of Lease filed by Creditor A&G Partnership, LLC [Dkt. No. 216]
- b. Objection to Assumption of Lease filed by Creditor Project Oscar, LLC [Dkt. No. 217]

¹ The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat,-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden's Restaurant Saloon)(4255).

- c. Objection to Assumption of Lease filed by Creditor Liberty Maynard, LLC [Dkt. No. 220]
- d. Objection to Assumption of Lease filed by Creditor JK East Beltline Real Estate LLC [Dkt. No. 223]
- e. Objection to Assumption of Lease filed by Creditor Fourth Enterprises, LLC f/n/a HotSchedules [Dkt. No. 225] and Fourth Enterprises, LLC (f/k/a Hotschedules) Supplement to its Limited Objection to Notice of Assumption and Assignment of Executory Contracts and Unexpired Leases [Dkt. No. 300]
- f. Objection to Assumption of Lease filed by Creditor 222 Venture, LLP [Dkt. No. 227]

2. **Remaining Objections**

- a. Objection to Assumption of Lease filed by Creditor Ionia Ventures, LLC [Dkt. No. 259]
 - i. Status: Resolved
- b. Response to Assumption of Lease filed by Creditor Gordon Food Service, Inc. [Dkt. No. 228]
 - i. Status: Settlement to be placed on the record

ii. **ADEQUATE ASSURANCE OBJECTIONS**

1. **Previously Resolved:**

- a. Supplemental Objection filed by Creditor JK East Beltline Real Estate LLC [Dkt. No. 286]
- b. Adequate Assurance Objection of GTW, Depot, LLC filed by GTW Depot, LLC [Dkt. No. 290]

2. **Remaining Objections:**

- a. Objection to Adequate Assurance of Future Performance Provided by stalking Horse Bidder filed by Creditor Gordon Food Service, Inc. [Dkt. No. 288]
 - i. Status: Settlement to be placed on the record

iii. **OBJECTIONS TO SALE MOTION**

1. **Previously Resolved:**

- a. Objection to Motion to Sell Property filed by Creditor Liberty Maynard, LLC [Dkt No. 253]
- b. Objection to Motion to Sell Property filed by Creditor JK East Beltline Real Estate LLC [Dkt. No. 268]
- c. Statement and Reservation of Rights of First Savings Bank Regarding the Proposed Sale of Debtors' Assets filed by Creditor First Savings Bank [Dkt. No. 280]

2. **Remaining Objections:**

- a. Objection to Sale Motion by the Official Unsecured Creditors Committee [Dkt. No. 329]
 - i. Status: Resolved
- b. Objection to the Approval of the Proposed Sale by the United States Trustee [Dkt. No. 328]
 - i. Status—This matter will be going forward

B. Related Documents:

- i. Declaration of Ned Lidvall [Dkt. No. 331]
- ii. Declaration of Robert Hersch [Dkt. No. 332]
- iii. Response of CIP Administrative, LLC in its Capacity as Administrative Agent for the Prepetition Secured Lenders, to Objections to Sale Motion [Dkt. No. 333]
- iv. Notice of Filing of (I) Proposed Sale Order, (II) Wind-Down Budget, and (III) Amended Stalking Horse Agreement [Dkt. No. 334]
- v. Notice of Filing of Revised Proposed Sale Order [Dkt. No. 358]

C. This matter is going forward. Debtors will request that the Court enter the Sale Order filed as Exhibit A to Docket No. 358.

Dated: October 12, 2020

Respectfully submitted,

WARNER NORCROSS + JUDD LLP

/s/ Elisabeth M. Von Eitzen

Rozanne M. Giunta (P29969)

Elisabeth M. Von Eitzen (P70183)

1500 Warner Building

150 Ottawa Avenue, NW

Grand Rapids, Michigan 49503

Telephone: (616) 752-2000

PACHULSKI STANG ZIEHL & JONES LLP

John W. Lucas

Jason Rosell

Steven W. Golden

150 California Street, 15th Floor

San Francisco, California 94111

Telephone: (415) 263-7000

Counsel to the Debtors